

# ROYAL WESTERN INDIA TURF CLUB, LIMITED

Registered Office: Race Course, Mahalakshmi, Mumbai - 400 034.

CIN: U91990MH1925PLC001182

E-mail: secretary@rwitc.com; Telephone: 022 – 20842550 / 20842551

Website: www.rwitc.com

## NOTICE

Notice is hereby given that the One Hundred and Eighth Annual General Meeting (“AGM” / “the Meeting”) of the Members of the Royal Western India Turf Club, Limited, (“the Club” / “RWITC”) will be held on Thursday, 21<sup>st</sup> September, 2023 at 4.00 p.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the business hereinafter mentioned.

### ORDINARY BUSINESS:

**ITEM 1.** Adoption of Accounts :-To receive, consider and adopt the Audited Income and Expenditure Account for the year ended 31<sup>st</sup> March, 2023 and Balance Sheet as on that date together with reports of the Committee of the Club and Auditors thereon, copy whereof is annexed herewith.

N.B.: Any Member desirous of asking questions on Accounts at the Meeting is requested to be good enough to give prior notice by email to the Secretary at, secretary@rwitc.com by 5.00 p.m. on or before 6<sup>th</sup> September, 2023.

**ITEM 2.** To elect the Committee for the year 2023 / 2024.

**NOTE:** Members’ attention is invited to the Special Resolution at Item 6 of the Notice, which if adopted by the requisite majority, shall become effective to the Committee elected at the Annual General Meeting on 21<sup>st</sup> September, 2023 and therefore, requisite number of Committee Members as provided in the proposed amended Articles and in accordance with the applicable provisions of the Companies Act, 2013, would first retire at the Annual General Meeting to be held in the year 2024.

A list of candidates for election to the Committee at the said Meeting, whose nominations have been received on or before the date of this Notice, prepared in alphabetical order, is given below. The names of the elected members of the present Committee who desire to stand for re-election are indicated by means of an asterisk:-

- |     |                                 |                  |
|-----|---------------------------------|------------------|
| *1. | Jiyaji M. Bhosale, Esquire      | (DIN : 05139255) |
| *2. | Khushroo N. Dhunjibhoy, Esquire | (DIN : 00333683) |
| *3. | Sunil G. Jhangiani, Esquire     | (DIN : 00077526) |
| *4. | Gautam P. Lala, Esquire         | (DIN : 00940015) |
| *5. | Jaydev M. Mody, Esquire         | (DIN : 00234797) |
| *6. | Surendra R. Sanas, Esquire      | (DIN : 00164013) |
| *7. | Vijay B. Shirke, Esquire        | (DIN : 00006804) |
| *8. | Dr. Ram H. Shroff               | (DIN : 00004865) |
| *9. | Shiven Surendranath, Esquire    | (DIN : 00622510) |

If the number of Club Members who have, pursuant to the provisions of the Club's Articles of Association, offered themselves or been duly proposed for election as Members of the Committee is nine or less than nine, they shall be declared duly elected at the Annual General Meeting of the Club. However, if the number of candidates for election as Members of the Committee is more than nine, then the election will be in accordance with the provisions of Article 95 and / or other applicable provisions of the Articles of Association of the Club / the Companies Act, 2013, if any, including applicable provisions relating to e-Voting, the provisions of which are contained in this Notice. Further, the relevant information of the above candidates, in terms of Secretarial Standards is furnished as Annexure "A" to the Notice.

### **SPECIAL BUSINESS:**

#### **ITEM 3:**

To elect two Members to the Board of Appeal pursuant to and in accordance with the applicable provisions of the Articles of Association of the Club for the years 2023 - 2026. Mr. Shivlal R. Daga and Mr. Ashwin B. Mehta, Members of the existing Board of Appeal, shall retire upon conclusion of this One Hundred and Eighth Annual General Meeting of the Club and are eligible for re-election.

A list of candidates for election to the Board of Appeal at the said Meeting, whose nominations have been received on or before the date of this Notice, prepared in alphabetical order, is given below. The names of the retiring Members of the Board of Appeal who desire to stand for re-election are indicated by means of an asterisk:-

- \*1. Shivlal R. Daga, Esquire
- 2. Ms. Zinia Lawyer
- \*3. Ashwin B. Mehta, Esquire

If the number of Club Members who have, pursuant to the provisions of the Club's Articles of Association, offered themselves or been duly proposed for election as Members of the Board of Appeal, is two or less than two, they shall be declared duly elected at the Annual General Meeting of the Club. If, however, the number of candidates for Membership of the Board of Appeal is more than two, the election will be in accordance with the provisions of Article 128 and / or other applicable provisions of the Articles of Association of the Club and / or the Companies Act, 2013, if any, including applicable provisions relating to e-Voting, the provisions of which are contained in this Notice.

### **SPECIAL BUSINESS, SPECIAL RESOLUTION(S):**

To consider and, if thought fit, to pass the following Resolution(s), which will be proposed as Special Resolution(s):

#### **ITEM 4, SPECIAL RESOLUTION:**

"RESOLVED THAT, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Articles of Association of the Club be altered, amended, substituted, deleted or added to in the following manner :-

Add the following new Article as Article 24(A) to the Articles of Association of the Club:

“24(A) All Club, Stand and Life Members, elected as such Members after the date of adoption of this Resolution i.e. after 21<sup>st</sup> September, 2023, (excluding existing Club / Stand / Life Members as also existing Life / Stand Members of the Club who may become Club Members after the date of adoption of this Resolution), shall pay to the Club, in advance, on the First Day of April, of each Calendar Year, annual charges (“Annual Charges”) towards upkeep, maintenance etc., of Club’s assets, property, equipment and infrastructure of such amount as may be fixed by the Committee of the Club from time to time. If any of the aforesaid Club, Life or Stand Members shall fail to pay the Annual Charges within the time stipulated above, notice shall be sent by the Club to such Member(s) by registered letter or email, to his / her last registered address / email id calling his / her attention there to and if such Member does not pay the amount within 30 (thirty) days of the posting of such notice or the date on which email was sent, then, notwithstanding anything contained to the contrary in the Articles, the membership of such Member shall stand automatically suspended pending payment of his / her Annual Charges to the Club. Upon payment of the Annual Charges, the membership of such Member shall be restored by the Club. In addition to the aforesaid, the Committee of the Club shall be entitled to take such further action against such Member as provided in the Articles, including without limitation, removal of his / her name from the Register of Members.”

RESOLVED FURTHER THAT the Committee of the Club be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as they may deem necessary for the purpose of giving effect to this Special Resolution.”

#### **ITEM 5, SPECIAL RESOLUTION:**

“RESOLVED THAT, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Articles of Association of the Club be altered, amended, substituted, deleted or added to in the following manner :-

Add the following as the second para to existing Article 141 (h) after the existing first para which ends with the words, “... will be made under any circumstances whatsoever.”:

“Should a Local Member of Turf Club House at Pune (“TCH”) die and his widow makes an application to be made a “Dependent Local Member of TCH”, (excluding a widow of a Local Member of Turf Club House elected by the Committee from such rank of defense services, including retired personnel from defense services), then such widow may, at the sole discretion of the Committee be elected to become a Dependent Local Member of TCH without payment of any entrance fee. Upon such election, all provisions, rules, regulations, notifications etc. applicable to a Local Member of TCH shall be applicable to such Dependent Local Member of TCH and shall also be liable for payment of any charges for the use of any facilities etc. prescribed from time to time. It is further provided that, notwithstanding anything contained to the contrary in the Articles, a Dependent Local Member of TCH shall be restricted only to the widow of a Local Member of TCH as provided in this Article and sons / daughters (married or un-married) of a Dependent Local Member of TCH shall not be entitled to any rights or privileges and nor shall such sons / daughters (married or un-married) be entitled to any reduction in entrance fees for becoming a Local Member of TCH, save and except as provided in Article 141(h) of the Articles of the Club.”

RESOLVED FURTHER THAT the Committee of the Club be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as they may deem necessary for the purpose of giving effect to this Special Resolution.”

#### **ITEM 6, SPECIAL RESOLUTION:**

**NOTE:** This Special Resolution, if adopted by the requisite majority, shall become effective to the Committee elected at the Annual General Meeting on 21<sup>st</sup> September, 2023 and therefore, requisite number of Committee Members as provided in the proposed amended Articles and in accordance with the applicable provisions of the Companies Act, 2013, would first retire at the Annual General Meeting to be held in the year 2024.

“RESOLVED THAT, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Articles of Association of the Club be altered, amended, substituted, deleted or added to in the following manner :-

(i) In Article 47(b) of the Articles of Association of the Club, delete the words “the nine”; and substitute the word “to” in place and instead of the word “of”; and add the words “in place of those retiring” after the word “Committee”.

(ii) In Article 81 of the Articles of Association of the Club after the 1<sup>st</sup> sentence, add the following new sentences:

“Such appointed Member of the Committee shall hold office as a Member of the Committee for the period during which the Member of the Committee in whose place he/she has been appointed would have held office as a Member of the Committee. Further, such appointed Steward of the Club shall hold office as a Steward of the Club for the period during which the Steward of the Club in whose place he has been appointed would have held office as a Steward of the Club.”

(iii) Delete the existing Article 89 and in place and stead thereof add the following:

“At every Annual General Meeting, one-third of the nine Members of the Committee shall retire by rotation. The Committee Members who retire by rotation at every Annual General Meeting of the Club shall be those who have been longest in office since their last appointment, but as between Members who became Committee Members on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by draw of lots. Independent Committee Members and / or Woman Committee Member, if any, shall retire on the conclusion of the Annual General Meeting in each year.”

(iv) In Article 93 (a) in the first sentence thereof, substitute the word “retiring” in place and instead of the word “elected” and delete the word “retiring” appearing before the words, “... Committee may..” in the aforesaid Article.

(v) In Article 94 (a) substitute the word “retiring” in place and instead of the word “elected” and delete the word “Retiring” appearing in the said Article.

(vi) In Article 95 (a) substitute the word “three” or the number “3” in place and instead thereof add the word “nine” or the number “9” respectively, wherever it occurs.

- (vii) In Article 95 (c) substitute the word “three” or the number “3” and in place and stead thereof, add the word “nine” or the number “9” respectively, wherever it occurs.
- (viii) In Article 95 (d) substitute the word “three” or the number “3” and in place and instead thereof add the word “nine” or the number “9” respectively, wherever it occurs.
- (ix) In the first sentence of Article 111, delete the words “ to be Stewards of the Club for the period during which the Committee by which they are elected hold office” and in place and instead of the same, substitute the following words:

“to hold office as Stewards of the Club up to the conclusion of the next Annual General Meeting of the Club.”

- (x) In the second sentence of Article 111, delete the words “for the period during which the Committee by which they were elected to hold office” and in place and instead of the same, substitute the following words:

“up to the conclusion of the next Annual General Meeting of the Club.”

RESOLVED FURTHER THAT the Committee of the Club be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as they may deem necessary for the purpose of giving effect to this Special Resolution.”

#### **SPECIAL BUSINESS, ORDINARY RESOLUTION:**

To consider and, if thought fit, to pass the following Resolution, which will be proposed as Ordinary Resolution:

#### **ITEM 7, ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013, the Committee of the Club be and is hereby authorized to contribute, donate or otherwise provide assistance from time to time to any charitable, public or social fund as it may, in its sole discretion, deem fit, till 31<sup>st</sup> March 2024.”

BY ORDER OF THE COMMITTEE,

NIRANJAN SINGH,  
SECRETARY,  
ROYAL WESTERN INDIA TURF CLUB, LTD.

Mumbai: Dated this 21<sup>st</sup> day of August, 2023.

Registered Office: Race Course,  
Mahalakshmi,  
Mumbai - 400 034.

**NOTE:**

- (1) The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Special Business mentioned in the Notice is annexed herewith.
- (2) Pursuant to COVID 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide the applicable General Circulars, including Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and General Circular No.20/2021 dated 8<sup>th</sup> December, 2021 and General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 (collectively referred to as “MCA Circulars”) permitted convening of AGM through VC or OAVM without physical presence of Members at a common venue. In accordance with the provisions of the Companies Act, 2013 and MCA Circulars, AGM is being held through VC or OAVM.
- (3) Since this AGM is being held through VC or OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Club Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. Please be advised that sharing of your email ID / USER ID / OTP to anyone else to attend the Meeting or vote on your behalf will constitute an act of breach of the regulations of the Club on your part.
- (4) Club Members attending the AGM through VC or OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- (5) The business set out in the Notice will be transacted through electronic voting system and the Club is providing facility for voting by electronic means. Instructions and other information relating to e-Voting (remote e-Voting and voting during the Meeting) are given in this Notice itself. The Club has engaged the services of National Securities Depository Limited (“NSDL”) for providing attendance at the Meeting virtually and e-Voting facilities. NSDL will send the USER ID to the Club Members on their email ID registered with the Club.
- (6) The facility for voting, through Electronic Voting System shall also be made available at the VC or OAVM Meeting and the Club Members attending the VC or OAVM Meeting who have not already cast their vote by Remote e-Voting shall be able to exercise their right to vote at the Meeting.
- (7) All documents referred to in the Notice will be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 21<sup>st</sup> September, 2023. Members seeking to inspect such documents should send an email to [adm@rwitc.com](mailto:adm@rwitc.com)
- (8) The Register of Directors maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the proceeding of the Meeting which can be accessed at [www.rwitc.com](http://www.rwitc.com)
- (9) The cut-off date for the eligibility for remote e-Voting and voting during the Meeting is 14<sup>th</sup> September, 2023. Any Club Member not entitled to vote as of the cut-off date on account of non-payment of his / her subscription amount, shall not be entitled to vote by remote e-Voting or electronic voting during the Meeting, even if the USER ID and the procedure for remote e-Voting has been sent to such Club Member.

- (10) In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Club as of the date of this Notice. The Notice of the AGM is also hosted on the website of the Club, [www.rwitic.com](http://www.rwitic.com) and will remain on the website till the date of the AGM.
- (11) For receiving all communication from the Club electronically, all Members who have not registered / updated their email address and mobile phone number with the Club are requested to register / update the same by writing to the Club office with details of membership card / number and attaching a self-attested copy of PAN card at [adm@rwitic.com](mailto:adm@rwitic.com)
- (12) The Club has engaged the services of NSDL as the Agency to provide e-Voting facilities and voting facilities on the day of AGM and the USER ID for e-Voting will be sent directly by NSDL by email to those Club Members whose email ID is registered with the Club as of the cut-off date.
- (13) The remote e-Voting facility will be available during the following period:
- Commencement of remote e-Voting : From 9.00 a.m. (IST) on 18<sup>th</sup> September, 2023
- End of remote e-Voting : Up to 5.00 p.m. (IST) on 20<sup>th</sup> September, 2023
- The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled by NSDL / Scrutinizer upon expiry of the aforesaid period.
- (14) The facility for voting through electronic voting system on the day of the Meeting shall be made available to the Club Members attending the Meeting through VC or OAVM after the commencement of the Meeting and shall remain open till 5.30 p.m., although the Meeting shall continue until concluded. Only those Club Members who have not cast their vote by remote e-Voting shall be able to vote at the Meeting i.e. a Club Member may choose to vote on all or any of the resolutions either by remote e-Voting or by Voting at the Meeting, but not both.
- (15) Once the vote on a resolution is cast by a Club Member, the Club Member shall not be allowed to change it subsequently.
- (16) The Committee of the Club shall appoint a Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- (17) Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the Meeting or any adjournment thereof.
- (18) In case of any query pertaining to e-Voting or for joining VC or OAVM Meeting, please visit help and FAQ's section available at NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact **NSDL HelpDesk at Tel No. (022 - 4886 7000 / 022 - 2499 7000) or Email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**. For any other query, the Club Member may contact the Club by email at [adm@rwitic.com](mailto:adm@rwitic.com)
- (19) The Scrutinizer, after scrutinizing the votes cast at the Meeting on the day of AGM and through remote e-Voting, shall make a consolidated Scrutinizer's report and submit the same to the Chairman of the Club. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Club and on the website of the Agency immediately after the result is declared by the Chairman.

- (20) The recorded video conferencing of the AGM on 21<sup>st</sup> September, 2023, shall be maintained by the Club and also be made available on the website of the Club at the earliest soon after the conclusion of the Meeting.
- (21) Since the AGM will be held through VC or OAVM, Route Map is not annexed in this Notice.
- (22) The venue of the Meeting shall be deemed to be the Registered Office of the Club i.e. Race Course, Mahalakshmi, Mumbai – 400 034.
- (23) Facility to join the VC or OAVM Meeting will be opened 15 (fifteen) minutes before the scheduled AGM time and will only be closed any time after the expiry of minimum 15 (fifteen) minutes from the scheduled start time of the AGM.
- (24) **PROCESS FOR REMOTE E-VOTING / VOTING AT THE MEETING / ATTENDING AGM**

The Club has approached NSDL for providing e-voting services through NSDL e-voting platform. In this regard, membership ID of Club Members has been enrolled by the Club for your participation in e-voting on resolution(s) placed by the Club on e-Voting system.

The Notice of the AGM of the Club inter alia indicating the process and manner of e-Voting process can also be downloaded from the link <https://www.evoting.nsdl.com> or [www.rwiltc.com](http://www.rwiltc.com)

OTP will be valid only for a very short period. So please log in quickly after receipt of OTP on your registered unique email ID and / or mobile number.

For Members, USER ID will be a combination of EVEN Number followed by Membership Number registered with the Club (For example if EVEN is 101456 & Membership number is Y1234 then USER ID is 101456Y1234).

In case of any assistance related to TECHNICAL queries or where the Club Members need assistance with using the technology before or during the Meeting, if any, you may contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on NSDL No. : 022 - 4886 7000 / 022 - 2499 7000.

#### **(A) Process for remote e-voting**

The remote e-voting period commences on 18<sup>th</sup> September, 2023 at 9.00 a.m. (IST) and ends on 20<sup>th</sup> September, 2023 at 5.00 p.m. (IST). During this period Club Members may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Club Member, the Club Member shall not be allowed to change it subsequently.

#### **Step 1:- Log-in to NSDL e-Voting system**

- a. An email from NSDL, from their email ID, [evoting@nsdl.com](mailto:evoting@nsdl.com) is in the process of being sent to all Club Members regarding their USER ID. Please check your SPAM folder in case the NSDL email has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.
- b. Visit the e-Voting website of NSDL by going to [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- c. Click on icon “Shareholder/Member/Creditors – Login”
- d. Enter User ID received from the NSDL.
- e. Select login type as OTP. (Password option NOT available).



- f. Enter the verification code (Captcha) as shown on the screen or change the code if you are not clear about that and then enter the code in the space provided.
- g. Click on “I hereby agree to all Terms and Conditions”. Terms and conditions could be perused if you wish by clicking on the HTML.
- h. Click “Login”.
- i. OTP Screen will be opened. Enter the OTP received by you in “Enter OTP” option and click on “Submit”. Please note that the OTP is valid only for a short while and therefore enter the OTP as soon as you receive it on your registered email ID and / or mobile number.
- j. Home page of e-Voting will open.

**Step 2:- Cast your vote electronically on NSDL e-Voting system from 18<sup>th</sup> September, 2023 at 9.00 a.m. (IST) and ending on 20<sup>th</sup> September, 2023 at 5.00 p.m. (IST).**

- 1) After successful login at Step 1 above, you will be able to see the Home page of e-Voting.
- 2) Click on EVEN against RWITC.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed. Vote confirmation SMS will be sent on registered mobile number only.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Attending AGM and Voting at the Meeting**

Club Members may login from [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on AGM day i.e. on 21<sup>st</sup> September, 2023 upon commencement of the Meeting at 4.00 p.m. and up to 5.30 p.m. (IST) when the voting time on the date of the Meeting shall be available. Login on the e-Voting page and follow steps mentioned below and click on the link ‘VC/OAVM’ under Join Meeting option to view the AGM and cast your vote electronically. AGM screen will not be available after the Meeting is over. e-Voting facility on the day of the Meeting will be permitted only during the timing specified above.

Note: - Member has to first attend GENERAL Meeting, then only he/she is eligible to e-vote.

**Step 1:- Log-in to NSDL e-Voting system**

- a. An email from NSDL, from their email ID, [evoting@nsdl.com](mailto:evoting@nsdl.com) is in the process of being sent to all Club Members regarding their USER ID. Please check your SPAM folder in case the NSDL email has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.
- b. Visit the e-Voting website of NSDL by going to [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- c. Click on icon “Shareholder/Member/Creditors – Login”
- d. Enter User ID received from the NSDL.
- e. Select login type as OTP. (Password option NOT available).
- f. Enter the verification code (Captcha) as shown on the screen or change the code if you are not clear about that and then enter the code in the space provided.
- g. Click on “I hereby agree to all Terms and Conditions”. Terms and conditions could be perused if you wish by clicking on the HTML.
- h. Click “Login”.

- i. OTP Screen will be opened. Enter the OTP received by you in “Enter OTP” option and click on “Submit”. Please note that the OTP is valid only for a short while and therefore enter the OTP as soon as you receive it on your registered email ID and / or mobile number.
- j. Home page of e-Voting will open.

### **Step 2:- Process to attend virtual AGM of RWITC by Club Members**

- 1) After successful login at Step 1 above, you will be able to see the Home page of e-Voting.
- 2) Click on the link ‘VC/OAVM’ under Join Meeting option available against the EVEN of RWITC to view the AGM screen.
- 3) After clicking on the link ‘VC/OAVM’ new screen will be opened where the Club Members will be able to see the live proceedings of the AGM.

### **Step 3:-Cast your vote electronically on NSDL e-Voting system on 21<sup>st</sup> September, 2023 after commencement of the Meeting at 4.00 p.m. and up to 5.30 p.m. (IST) on the day of the Meeting**

- 1) After successful clicking on VC / OAVM link under Join Meeting, please visit previous tab of NSDL e-Voting page and refresh the page.
- 2) Click on EVEN against RWITC
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed. Vote confirmation SMS will be sent on registered mobile number only.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **(B) Procedure for Joining AGM through VC/OAVM by Members, other than Club Members.**

#### **Step 1:- Log-in to NSDL system by visiting the website given below**

- a. An email from NSDL, from their email ID, [evoting@nsdl.com](mailto:evoting@nsdl.com) is in the process of being sent to all Members, other than Club Members, regarding USER ID for Joining AGM through VC/OAVM. Please check your SPAM folder in case the NSDL email has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.
- b. Visit the website of NSDL by going to [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- c. Click on icon “Shareholder/Member/Creditors - Login”
- d. Enter User ID received from NSDL.
- e. Select login type as OTP. (Password option NOT available).
- f. Enter the verification code (Captcha) as shown on the screen or change the code if you are not clear about that and then enter the code in the space provided.
- g. Click on “I hereby agree to all Terms and Conditions”. Terms and conditions could be perused if you wish by clicking on the HTML.
- h. Click “Login”.
- i. OTP Screen will be opened. Enter the OTP received by you in “Enter OTP” option and click on “Submit”. Please note that the OTP is valid only for a short while and therefore enter the OTP as soon as you receive it on your registered email ID and / or mobile number.
- j. Home page will open.

**Step 2:- Process to attend virtual AGM of RWITC by Members other than Club Members**

- 1) After successful login at Step 1 above, you will be able to see the Home page.
- 2) Click on the link 'VC/OAVM' under Join Meeting option available against the EVEN of RWITC to view the AGM screen.
- 3) After clicking on the link 'VC/OAVM' new screen will be opened where the Members other than Club Members will be able to see the live proceedings of the AGM.

**(C) Procedure for registering as a speaker for All Members.**

Members who wish to speak at the AGM may send the communication as per procedure below from 9.00 a.m. on Tuesday, 19<sup>th</sup> September, 2023 till 5.00 p.m. on Wednesday, 20<sup>th</sup> September, 2023.

- a) Send the mail from your email ID registered with the Club to [adm@rwitc.com](mailto:adm@rwitc.com) or [secretary@rwitc.com](mailto:secretary@rwitc.com) requesting to register as a speaker along with the following details:
  - i. Name:
  - ii. Membership No:
  - iii. Mobile no:
- b) A link with the procedure will be sent to the mail ID of the speaker on the previous day evening of the AGM.

## **EXPLANATORY STATEMENT**

The Explanatory Statements as required under Section 102 of the Companies Act, 2013 are provided herewith.

### **Re: Special Business**

#### **Re: Item 3**

In view of the provisions contained in the Articles of Association, two Members of the Board of Appeal are to be elected and hence, this item.

In terms of provisions of Article 125(d), one third of the Members of the Board retire on the conclusion of every Annual General Meeting of the Club.

The Club has received nominations from Mr. Shivilal R. Daga, Ms. Zinia Lawyer and Mr. Ashwin B. Mehta for proposing their intention to act as Members on the Board of Appeal.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

### **Re: Item 4, Special Resolution**

The Committee of the Club considered that all candidates who become Club or Stand or Life Members after the date of adoption of this Resolution, **(excluding however, existing Club / Stand / Life Members and existing Life / Stand Members of the Club who may become Club Members after the date of adoption of this Resolution)** should pay to the Club Annual Charges towards upkeep, maintenance etc. of Club's assets, property, equipment and infrastructure of such amount as may be fixed by the Committee of the Club from time to time. Annual Charges, by whatever name called, are charged to members in other clubs also. If any of the aforesaid Club, Life or Stand Member fails to pay the Annual Charges in advance on 1<sup>st</sup> of April of each calendar year, the Club shall send notice to such Member by registered letter or email, to his / her last registered address / email id calling his / her attention there to and if such Member does not pay the amount within 30 (thirty) days of the posting of such notice or the date on which email was sent, then, notwithstanding anything contained to the contrary in the Articles, the membership of such Member shall stand automatically suspended pending payment of his / her Annual Charges to the Club. Upon payment of the Annual Charges, the membership of such Member shall be restored by the Club. In addition to the aforesaid, the Committee of the Club shall be entitled to take such further action against such Member as provided in the Articles and which action would include, removal of his / her name from the Register of Members.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member on payment of Re.1/- and Rs.100/- respectively. The same may also be available electronically on receipt of written request from a Member without any charges.

### **Re: Item 5, Special Resolution**

The Committee of the Club considered that a widow of a Local Member of Turf Club House, Pune may apply to the Club to become a “Dependent Local Member of TCH”, without payment of entrance fee but subject to compliance of rules, regulations etc. in force from time to time and on payment of any applicable charges for the use of any facilities etc. as may be prescribed from time to time. It is however clarified that a widow of a Local Member of Turf Club House elected by the Committee from such rank of defense services, including retired personnel from defense services, shall not be eligible to become a Dependent Local Member of TCH. A Dependent Local Member of TCH shall be restricted only to the widow of a Local Member of Turf Club House at Pune as provided in this Article and sons / daughters (married or un-married) of a Dependent Local Member of TCH shall not be entitled to any rights or privileges and nor shall such sons / daughters (married or un-married) be entitled to any reduction in entrance fees for becoming Local Member of TCH, save and except as provided in Article 141(h) of the Articles of Association of the Club.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member on payment of Re.1/- and Rs.100/- respectively. The same may also be available electronically on receipt of written request from a Member without any charges.

### **Re: Item 6, Special Resolution**

The existing Articles of Association of the Club provide that on the conclusion of the Annual General Meeting in each year, all the Members of the Committee shall retire. However, it is now proposed that Members of the Committee should retire by rotation pursuant to applicable provisions of the Companies Act, 2013. Accordingly, the said aspect of the matter having been considered by the Committee, it is proposed that the Articles be amended as proposed in the Resolution so as to provide for 1/3<sup>rd</sup> retirement by rotation of the Sitting Members of the Committee every year. It is clarified in the “NOTE” to the Resolution that the proposed Special Resolution, if passed with requisite majority, shall become effective to the Committee elected at the Annual General Meeting in 2023 and 3 (three) Committee Members would therefore first retire by rotation at the Annual General Meeting to be held in the year 2024 and thereafter at every Annual General Meeting.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member on payment of Re.1/- and Rs.100/- respectively. The same may also be available electronically on receipt of written request from a Member without any charges.

**Re: Special Business, Ordinary Resolution(s)**

**Re: Item 7, Ordinary Resolution**

Clause 3 (o) of the Club's Memorandum of Association permits donations for charitable and benevolent purposes and Article 110 (q) of the Club's Articles of Association empowers the Committee to make such donations. As such, any contributions which may be made by the Committee of the Club to any charitable, public or social fund, from time to time, is intra vires the Club's Memorandum and Articles of Association, subject to approval being given by the Members, and hence this Resolution.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member on payment of Re.1/- and Rs.100/- respectively. The same may also be available electronically on receipt of written request from a Member without any charges.

BY ORDER OF THE COMMITTEE,

NIRANJAN SINGH,  
SECRETARY,  
ROYAL WESTERN INDIA TURF CLUB, LTD.

Mumbai: Dated this 21<sup>st</sup> day of August, 2023.

Registered Office:  
Race Course,  
Mahalakshmi,  
Mumbai – 400 034.

**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Mr. Jiyaji M. Bhosale</b>	<b>Mr. Khushroo N. Dhunjibhoy</b>
Age	48 Years	75 Years
Qualifications	M.B.A.	Graduate
Experience	23 years	56 years' experience in Shipping
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	30 <sup>th</sup> December 2021	20 <sup>th</sup> September 1990
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	21 out of 23 meetings (01.04.2022 to 31.03.2023)  20 out of 22 meetings (23.09.2022 to 10.08.2023)	12 out of 23 meetings (01.04.2022 to 31.03.2023)  9 out of 22 meetings (23.09.2022 to 10.08.2023)
Directorship in other companies	Not Applicable	As per Annexure B
Membership / Chairmanship of Committees of other boards	Not Applicable	Not Applicable

Contd.

**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Mr. Sunil G. Jhangiani</b>	<b>Mr. Gautam P. Lala</b>
Age	65 Years	52 Years
Qualifications	B.Com, LLB	B.Com – Business Management MBA – Marketing
Experience	47 years	Business since 1994
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	12 <sup>th</sup> December 2003	19 <sup>th</sup> December 2002
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	22 out of 23 meetings (01.04.2022 to 31.03.2023)  18 out of 22 meetings (23.09.2022 to 10.08.2023)	10 out of 10 meetings (01.04.2022 to 31.03.2023)  22 out of 22 meetings (23.09.2022 to 10.08.2023)
Directorship in other companies	As per Annexure B	As per Annexure B
Membership / Chairmanship of Committees of other boards	Not Applicable	Not Applicable

Contd.



**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Mr. Jaydev M. Mody</b>
Age	68 years
Qualifications	Graduation in Arts from Mumbai University
Experience	<p>Mr. Jaydev Mody, has been creating, developing and managing businesses for more than 45 years, spending over 25 years of them in real estate development. In his first inning in realty and textiles, he placed a pivotal role in building and developing India’s first global mall ‘Crossroads’ in South Mumbai.</p> <p>A Humanities graduate from Mumbai University, Mr. Mody has been instrumental in the development of several large residential and commercial complexes and retail destinations in and around Mumbai. Some of them are Peninsula Corporate Park, Peninsula Business Park, Ashok Towers, Ashok Gardens and Peninsula IT Park, and several other smaller developments, which are established Mumbai landmarks today. Being a first generation entrepreneur, he has interest in various businesses, including online &amp; offline gaming, hospitality, real estate, textiles and magnet manufacturing. His keen eye and out-of-the-box thinking has helped him identify lucrative business opportunities and he has pioneered several first-of-its-kind ventures. Mr. Mody also owns the FC Goa football team that plays in the Indian Super League, the premier football league in India.</p> <p>Mr. Mody is the Chairman and majority shareholder in Delta Corp Limited, the only listed company in the Gaming &amp; Hospitality space in India, with a market capitalization of around US\$ 1 b. Delta is also involved in real estate and ship building in a limited way. The vision for the Company is to expand internationally. In keeping with this vision, in February 2020, Delta opened its first casino outside India in Kathmandu – its first step towards going international. In addition, Delta is in the process of building an Integrated Resort in Goa at a cost of US\$ 250 m, which will be completed in 4 years.</p>
Terms & Conditions of appointment / reappointment	Honorary Service

Details of honorarium sought to be paid	Not Applicable
Honorarium, if any, last drawn	Not Applicable
Date of first appointment on the Committee	20 <sup>th</sup> December 2007
Relationship with other Committee Members	Not Applicable
No. of Meetings of the Committee attended during the year	14 out of 23 meetings (01.04.2022 to 31.03.2023)  8 out of 22 meetings (23.09.2022 to 10.08.2023)
Directorship in other companies	As per Annexure B
Membership / Chairmanship of Committees of other boards	As per Annexure C

Contd.

**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Mr. Surendra R. Sanas</b>	<b>Mr. Vijay B. Shirke</b>
Age	69 Years	73 Years
Qualifications	High School	B.E. (Mech.)
Experience	44 years	51 years
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	6 <sup>th</sup> September 2018	19 <sup>th</sup> December 1996
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	22 out of 23 meetings (01.04.2022 to 31.03.2023)  22 out of 22 meetings (23.09.2022 to 10.08.2023)	21 out of 23 meetings (01.04.2022 to 31.03.2023)  20 out of 22 meetings (23.09.2022 to 10.08.2023)
Directorship in other companies	As per Annexure B	As per Annexure B
Membership / Chairmanship of Committees of other boards	Not Applicable	As per Annexure C

Contd.

**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Dr. Ram H. Shroff</b>	<b>Mr. Shiven Surendranath</b>
Age	51 Years	56 Years
Qualifications	M.B.B.S	Graduate
Experience	31 years in Pharmaceuticals	25 years in racing
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	20 <sup>th</sup> December 2001	30 <sup>th</sup> December 2021
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	22 out of 23 meetings (01.04.2022 to 31.03.2023)  18 out of 22 meetings (23.09.2022 to 10.08.2023)	18 out of 23 meetings (01.04.2022 to 31.03.2023)  17 out of 22 meetings (23.09.2022 to 10.08.2023)
Directorship in other companies	As per Annexure B	As per Annexure B
Membership / Chairmanship of Committees of other boards	Not Applicable	As per Annexure C

## ANNEXURE – B

### List of Directorships of Candidates for election to the Committee of the Club in other companies

#### **1. Khushroo N. Dhunjibhoy, Esquire**

- Five Stars Shipping Company Private Limited
- Five Stars Stud & Agricultural Company Private Limited
- Five Stars Chartering Private Limited
- Infobricks Technology (India) Private Limited
- Danaos Software Services (India) Private Limited
- Cybercomb India Private Limited
- Parshwa Securities Limited

#### **2. Sunil G. Jhangiani, Esquire**

- Chemistry India Private Limited
- Equest (India) Private Limited
- Esjay International Private Limited
- Chemistry Design Private Limited

#### **3. Gautam P. Lala, Esquire**

- Gainsville Stud and Agricultural Farms Private Limited
- Lee Packaging Private Limited

#### **4. Jaydev M. Mody, Esquire**

- Delta Manufacturing Limited
- Delta Corp Limited
- J M Livestock Private Limited
- West Star Agro-Realties Private Limited
- Aditi Mody Family Private Limited
- J M Township and Real Estate Private Limited
- Anjali Mody Family Private Limited
- Bayside Properties Private Limited
- Lakeview Mercantile Company Private Limited
- Outreach Mercantile Company Private Limited
- Myra Mall Management Company Private Limited
- Aarti Pandit Family Private Limited
- Jayem Properties Private Limited
- Deltatech Gaming Limited
- First Eagle Capital Advisors Private Limited
- J Z Mody Family Private Limited
- Goan Football Club Private Limited
- Alibagh Farming and Agriculturist Company Private Limited
- JM Holding (USA) INC
- JM Holding Limited (UAE)
- Delta Hotels Lanka (Private) Ltd

- JM Holding Lanka (Private) Limited
- Delta Gaming and Entertainment Lanka (Pvt) Ltd.
- Rhine Estates Limited (formerly known as Magdev Limited) UK

**5. Surendra R. Sanas, Esquire**

- Grainotch Industries Limited
- Yashraaj Ethanoll Processing Private Limited
- Oxford Realtor (Pune) Private Limited
- Rahul Executives Infratech Private Limited
- Sanas Developers Private Limited
- Harbell Hotels Private Limited
- Aminasia Property Developers Private Limited
- Sabhar Realities Private Limited
- Ascent Real Estate and Properties Private Limited
- Nasik Land Realty (India) Private Limited
- Prudent Real Estate and Properties Private Limited
- Classic City Infopark Private Limited
- Neo Light Agriculture and Breeding Private Limited

**6. Vijay B. Shirke, Esquire**

- B.G. Shirke Construction Technology Pvt. Ltd.
- Karmveer Investments Pvt. Ltd.
- Kirkland Investments Pvt. Ltd.
- Ashwamedh Investments Pvt. Ltd.
- Convex Investments & Trading Pvt. Ltd.
- B.G. Shirke Redevelopment and Gas Pvt. Ltd.
- Siporex India Pvt. Ltd.

**7. Dr. Ram H. Shroff**

- Crème-De-La-Crème Private Limited
- Charak Healthcare Private Limited
- Charak Pharma Private Limited
- Stride Livestock Private Limited
- ISS Trading Private Limited
- SSI Trading Private Limited
- Delta Manufacturing Limited
- SI Agro Private Limited
- Vedistry Private Limited

**8. Shiven Surendranath, Esquire**

- Diamond Band Racing Syndicate Private Limited
- The Western India Race Horse Owners' Association Limited

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## ANNEXURE - C

### List of Membership / Chairmanship of Committees of other Boards of the candidates for election to the Committee of the Club

#### **1. Jaydev Mody, Esquire**

- |    |                             |          |   |
|----|-----------------------------|----------|---|
| a) | Delta Corp Limited          | Chairman | Stake Holders Relationship Committee                |
|    | Delta Corp Limited          | Member   | Nomination Remuneration & Compensation Committee    |
|    | Delta Corp Limited          | Chairman | Investment Committee                                |
|    | Delta Corp Limited          | Chairman | Borrowing Committee                                 |
|    | Delta Corp Limited          | Chairman | General Purpose Committee                           |
|    | Delta Corp Limited          | Chairman | Allotment Committee                                 |
|    | Delta Corp Limited          | Chairman | Corporate Social Responsibility Committee           |
|    | Delta Corp Limited          | Chairman | QIP Committee                                       |
|    | Delta Corp Limited          | Chairman | Buy Back Committee                                  |
| b) | Delta Manufacturing Limited | Chairman | Stake Holders Relationship Committee                |
|    | Delta Manufacturing Limited | Member   | Nomination & Remuneration Committee                 |
|    | Delta Manufacturing Limited | Chairman | Investment, Borrowing and General Purpose Committee |
|    | Delta Manufacturing Limited | Chairman | Allotment Committee                                 |
| c) | Deltatech Gaming Limited    | Chairman | Stakeholders Relationship Committee                 |
|    | Deltatech Gaming Limited    | Member   | Nomination Remuneration and Compensation Committee  |
|    | Deltatech Gaming Limited    | Chairman | General Purpose Committee                           |
|    | Deltatech Gaming Limited    | Chairman | Allotment Committee                                 |
|    | Deltatech Gaming Limited    | Chairman | IPO Committee                                       |

#### **2. Vijay B. Shirke, Esquire**

B.G. Shirke Construction Technology Pvt. Ltd. – Chairman on the CSR Committee of The Board of Directors.

Siporex India Pvt. Ltd. - Chairman on the CSR Committee of the Board of Directors.

#### **3. Shiven Surendranath, Esquire**

Committee Member, Western India Race Horse Owners' Association Limited.

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